

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

In re:	)	
	)	Chapter 11
PCS FINANCIAL CORP.,	)	
	)	Case Nos. 08-30930
In re:	)	Case Nos. 08-30934
	)	
PRIME ACCEPTANCE CORP.,	)	
	)	Judge Hollis
Debtors/Debtors in Possession.	)	

**ORDER FURTHER EXTENDING THE DEBTORS' AUTHORIZATION TO USE  
CASH COLLATERAL UNDER (AND FURTHER AMENDING) THE AMENDED  
FINAL ORDER PURSUANT TO 11 U.S.C. §363, RULE 4001(b) OF THE  
FEDERAL RULES OF BANKRUPTCY PROCEDURE, AND  
LOCAL BANKRUPTCY RULE 4001-2(A)(2) (I) AUTHORIZING THE  
USE OF CASH COLLATERAL, AND (II) GRANTING RELATED RELIEF**

*per* Upon the ~~oral~~ motion (the "Motion") of counsel to the above-captioned debtors and debtors-in-possession (the "Debtors") at the status hearing held on August 27, 2009 (the "Hearing") for an order extending the Debtors' authorization to use "Cash Collateral" under (and amending certain provisions of) the Amended Final Order Pursuant to 11 U.S.C. § 363, Rule 4001(b) of the Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rule 4001-2(A)(2)(I) Authorizing the Use of Cash Collateral, and (II) Granting Related Relief (the "Final Cash Collateral Order"), as such term is defined in the Final Cash Collateral Order, which Motion was not opposed by Bank of America, N.A., the administrative agent for the Debtors' pre-petition secured lenders; and due notice having been given under the circumstances; and having received no response or objection to the requested relief; and the Court finding that the relief requested is in the best interest of the Debtors and their estates; it is hereby

ORDERED, that the Motion is granted, as set forth herein; and it is further


ORDERED, that the Specified Period (as defined in the Final Cash Collateral Order) shall be extended through and including September 11, 2009 at 11:59 p.m. (prevailing Central Time) and all references in the Final Cash Collateral Order to "August 29, 2009" or "August 29, 2009 at 11:59 p.m. prevailing Central time" shall be construed to mean "September 11, 2009" or "September 11, 2009 at 11:59 p.m. prevailing Central time," as applicable, and that the Cash Collateral Budget for the period from August 29, 2009 through September 11, 2009 shall be the budget that is attached hereto as Exhibit A; and it is further

ORDERED, that the terms of the Final Cash Collateral Order shall otherwise remain in full force and effect, although this Order shall control in the event of any conflict; and it is further

ORDERED, that a further status hearing shall be held on September 10, 2009 at 10:30 a.m. prevailing Central time before the Court with respect to the Debtors' use of Cash Collateral from and after the end of the Specified Period; and it is further

ORDERED, that the Court shall retain jurisdiction to enforce the terms of this order.

Dated: Chicago, Illinois  
August \_\_, 2009

  
The Honorable Pamela S. Hollis  
United States Bankruptcy Judge

AUG 27 2009

Consolidated Cash Flow Estimates

EOY 2009-1  
Week ending Friday

	9/4/2009	9/11/2009
<b>CASH BALANCES</b>		
Beginning Cash Balance	11,000,000.00	11,022,400.00
<b>CASH IN FLOWS</b>		
Cash receipts - Prime Acceptance Corp.	450,000.00	500,000.00
Cash receipts - PAC Agency Payments (Net)	5,000.00	5,000.00
Cash receipts - PCS Financed	450,000.00	525,000.00
<b>TOTAL CASH IN FLOWS</b>	<u>905,000.00</u>	<u>1,030,000.00</u>
<b>TOTAL CASH AVAILABLE</b>	<u>11,905,000.00</u>	<u>12,052,400.00</u>
<b>CASH OUT FLOWS</b>		
Account Refunds		10,000.00
Audit Expense	75,000.00	
Bank Charges		
Bank Legal Fees		7,000.00
Billing Outsourcing Expense		
Chapter 11 Quarterly Fee	2,000.00	2,000.00
Collection Expense		10,000.00
Consulting Fees		5,000.00
Credit Bureau Inquiries	500.00	500.00
Data Processing Expense		
Dues and Subscriptions		7,000.00
Employer 401(K) match	500.00	500.00
Equipment Maintenance and Replacement		
Equipment Rental/Lease	300.00	300.00
Field Expense		
Income Tax Payment Estimated		
Insurance Expense - Group Medical/Dental		
Insurance Expense - Workmens Compensation		
Insurance Expense - Other		
Illinois State Replacement Tax		60,000.00
Legal Expense	4,000.00	4,000.00
Legal (Collection)	750.00	750.00
Office Expense	250.00	250.00
Messenger Expenses	250.00	250.00
Vending		
Electricity		1,500.00
Payroll Admin. Expenses (ADP)	22,500.00	22,500.00
Processing Fees	3,000.00	3,000.00
Postage / Freight / Shipping	3,000.00	6,000.00
TB and Daily Postage (CGI/APS)	4,000.00	
Purchase Power postage	33,000.00	
Rent		125,000.00
Salaries	500.00	
Seminars & Education	750.00	750.00
Supplies		12,500.00
Taxes - Employer Payroll	7,000.00	
Telephone Expense		12,500.00
UCC Filings	300.00	300.00
Sales Expense		
<b>TOTAL WEEKLY OUT FLOWS</b>	<u>157,600.00</u>	<u>291,600.00</u>

We have excluded from this projection the line items previously noted as:  
 "Cash receipts - PCS Serviced & Non-owned cash" in CASH IN FLOWS and  
 "Payments to serviced & non-owned entities" in CASH OUT FLOWS  
 as they are not material to the budget and do not belong to PCS.

EOY 2009-1  
Week ending Friday

Page 2 of 8

9/4/2009 9/11/2009

**EXPENSES NOT NECESSARILY REQUIRING CASH OUT FLOW**

Payments/Expenses - Banks		1,500,000.00
Payments/Expenses - Other		

<b>TOTAL WEEKLY EXPENSES</b>	<b>157,600.00</b>	<b>1,791,600.00</b>
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<b>APPROX WEEKLY EXCESS CASH INTEREST INC</b>	<b>11,747,400.00</b>	<b>10,260,800.00</b>
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**NEW ORIGINATIONS**

PCS Financial Dealers - New Originations including Reloans	450,000.00	450,000.00
Prime Acceptance Dealers	275,000.00	275,000.00

<b><u>ENDING CASH</u></b>	<b>11,022,400.00</b>	<b>9,535,800.00</b>
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